


Bigtree
Roots to Fruits
NOTICE

NOTICE IS HEREBY GIVEN THAT A MEETING OF THE MEMBERS OF BIG TREE ENTERTAINMENT PRIVATE LIMITED ("COMPANY") IS PROPOSED TO BE HELD AT 1ST FLOOR, DEV PLAZA, ANDHERI WEST, MUMBAI – 400 049 ON 31ST MARCH, 2016 AT 1.00 PM TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

1. Revision in Remuneration payable to Mr. Ashish Hemrajani Director of the Company:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for the revision in the remuneration of Mr. Ashish Hemrajani (DIN: 00207826) as Director of the Company, on the terms and conditions of appointment at a remuneration not exceeding limits as specified under Schedule V of the Companies Act, 2013, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Director.

"RESOLVED FURTHER THAT any Director(s) of the Company be and is / are hereby Authorized jointly and/or severally to take such steps as may be necessary for obtaining Approvals statutory or otherwise in, relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary proper, expedient or incidental or the purpose of giving effect to the aforesaid Resolution."

2. Revision in Remuneration payable to Mr. Parikshit Dar Director of the Company:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for the revision in the remuneration of Mr. Parikshit Dar (DIN: 00207870) as Director of the Company, on the terms and conditions of appointment at a remuneration not exceeding limits as specified under Schedule V of the Companies Act, 2013, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Director.

"RESOLVED FURTHER THAT any Director(s) of the Company be and is / are hereby Authorized jointly and/or severally to take such steps as may be necessary for obtaining Approvals statutory or otherwise in, relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary proper, expedient or incidental or the purpose of giving effect to the aforesaid Resolution."

3. Revision in Remuneration payable to Mr. Rajesh Balpande Director of the Company:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment





and Remuneration of Managerial Personnel Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for the revision in the remuneration of Mr. Rajesh Balpande (DIN: 02396218) as Director of the Company, on the terms and conditions of appointment at a remuneration not exceeding limits as specified under Schedule V of the Companies Act, 2013, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Director.

"RESOLVED FURTHER THAT any Director(s) of the Company be and is / are hereby Authorized jointly and/or severally to take such steps as may be necessary for obtaining Approvals statutory or otherwise in, relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary proper, expedient or incidental or the purpose of giving effect to the aforesaid Resolution."

On behalf of Board of Directors

For Big Tree Entertainment Private Limited

Popat A. C.

Ankit Popat

Company Secretary

ACS No. 20774

Address: 605, Pristina, Hiranandani Heritage, Poisar, SV Road, Kandivali West, Mumbai – 400 067



NOTES:

1. THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("**ACT**") WITH RESPECT TO THE ABOVEMENTIONED BUSINESSES IS ATTACHED AS **ANNEXURE A** TO THIS NOTICE.
2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETINGS AND IS ENTITLED TO APPOINT A PROXY TO VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS (IN THE FORM ATTACHED AS **ANNEXURE B** TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE EXTRA-ORDINARY GENERAL MEETING.
3. SHAREHOLDERS / PROXIES ATTENDING THE MEETING IN PERSON ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP (IN THE FORM ATTACHED AS **ANNEXURE C** TO THIS NOTICE) AND HANDOVER THE SAME AT THE MEETING).




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ANNEXURE A

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ITEMS OF SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING OF BIG TREE ENTERTAINMENT PRIVATE LIMITED TO BE HELD AT 1ST FLOOR, DEV PLAZA, ANDHERI WEST, MUMBAI – 400 049 ON 31ST MARCH, 2016 AT 1.00 PM TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS

ITEM NO.1:

REVISION IN REMUNERATION PAYABLE TO MR. ASHISH HEMRAJANI, DIRECTOR OF THE COMPANY

As per the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members may note that, based on the recommendation of Remuneration Committee, the Board of Directors of the Company at their meeting held on 4th March, 2016 approved the remuneration of Mr. Ashish Hemrajani, Director of the Company at a remuneration not exceeding limits as specified under Schedule V of the Companies Act, 2013.

The above proposal requires approval of shareholders of the Company by way of Special Resolution.





ITEM NO.2:

REVISION IN REMUNERATION PAYABLE TO MR. PARIKSHIT DAR, DIRECTOR OF THE COMPANY

As per the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members may note that, based on the recommendation of Remuneration Committee, the Board of Directors of the Company at their meeting held on 4th March, 2016 approved the remuneration of Mr. Parikshit Dar, Director of the Company at a remuneration not exceeding limits as specified under Schedule V of the Companies Act, 2013.

The above proposal requires approval of shareholders of the Company by way of Special Resolution.



Big Tree Entertainment Pvt. Ltd.

Wajeda House, Gr. Floor, Gulmohar Cross Rd. No. 7, Juhu Scheme, Mumbai 400 049. Tel.: 6508 8960 Fax: 2670 5665

CIN: U99999MH1999PTC120990. Website: www.bigtree.in



ITEM NO.3:

REVISION IN REMUNERATION PAYABLE TO MR. RAJESH BALPANDOE, DIRECTOR OF THE COMPANY

As per the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members may note that, based on the recommendation of Remuneration Committee, the Board of Directors of the Company at their meeting held on 4th March, 2016 approved the remuneration of Mr. Rajesh Balpande, Director of the Company at a remuneration not exceeding limits as specified under Schedule V of the Companies Act, 2013.

The above proposal requires approval of shareholders of the Company by way of Special Resolution.



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ANNEXURE B

PROXY FORM

BIG TREE ENTERTAINMENT PRIVATE LIMITED

Wajeda House,
Ground Floor, Gulmohar Cross Road # 7,
Juhu Scheme, Juhu,
Mumbai - 400049,
Maharashtra, India

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I / We _____ of _____

being a Member / Members of _____ Limited hereby appoint Mr. / Ms. _____

as my / our Proxy to attend and vote for me / us and on my / our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on _____ the _____ and at any adjournment(s) thereof.

Signed this _____ day of _____ 2016

Affix
Re.1/-
Revenue
Stamp

Signature(s)

Proxy form must be carried by the Proxy at the time of the extra ordinary general meeting.

FOR OFFICE USE ONLY

DATE OF RECEIPT



Big Tree Entertainment Pvt. Ltd.

Wajeda House, Gr. Floor, Gulmohar Cross Rd. No. 7, Juhu Scheme, Mumbai 400 049. Tel.: 6508 8960 Fax: 2670 5665

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ANNEXURE C

ATTENDANCE SLIP

BIG TREE ENTERTAINMENT PRIVATE LIMITED

Wajeda House,
Ground Floor, Gulmohar Cross Road # 7,
Juhu Scheme, Juhu,
Mumbai – 400049,
Maharashtra, India

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

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.....
.....

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-ordinary General Meeting of the Company held on [insert date] at [insert time] [A.M/P.M.] at Wajeda House, Ground Floor, Gulmohar Cross Road # 7, Juhu Scheme, Juhu, Mumbai – 400049, India.

Member's / Proxy's Signature



Big Tree Entertainment Pvt. Ltd.

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